

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

Halt Medical, Inc.,<sup>1</sup>

Debtor.

Chapter 11

Case No. 17-10810 (LSS)

**RE: D.I. 43**

**SUPPLEMENTAL DECLARATION OF ROBERT L. EISENBACH III IN SUPPORT OF  
DEBTOR'S APPLICATION FOR ORDER AUTHORIZING EMPLOYMENT OF  
COOLEY LLP AS SPECIAL CORPORATE COUNSEL PURSUANT TO  
SECTIONS 327(E) AND 328(A) OF THE BANKRUPTCY CODE AND BANKRUPTCY  
RULES 2014 AND 2016, EFFECTIVE *NUNC PRO TUNC* TO THE PETITION DATE**

I, Robert L. Eisenbach III, declare under penalty of perjury, pursuant to 28 U.S.C. § 1746, as follows:

1. I am Of Counsel with the law firm of Cooley LLP ("Cooley"), with my principal office at 101 California Street, 5<sup>th</sup> Floor, San Francisco, California. I am an attorney duly licensed in, and am a member in good standing of, the Bar for the State of California.

2. I submit this supplemental declaration (the "Supplemental Declaration") in support of the application (the "Application")<sup>2</sup> for entry of an order authorizing the employment and retention of Cooley as special corporate counsel for the above-captioned debtor and debtor in possession (the "Debtor") in the above-captioned chapter 11 case, pursuant to sections 327(e) and 328(a) of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* Rule 2014 of the Federal Rules of Bankruptcy Procedure and Rule 2014-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware *nunc pro tunc* to the Petition Date [D.I. 43].

<sup>1</sup> The last four digits of the Debtor's federal tax identification number are 8422. The Debtor's address is 131 San Creek Road, Suite B, Brentwood, CA 94513.

<sup>2</sup> Capitalized terms not defined herein shall ascribed to the same meaning as given in the Application or the proposed order approving the Application, submitted under Certification of Counsel [D.I. 72].

3. The statements set forth below are based upon my personal knowledge or discussions with other partners, counsel, and associates of Cooley, and client/matter records of Cooley reviewed by me or by associates or employees of Cooley acting under my supervision and direction.

### **BACKGROUND**

4. On April 12, 2017 (the "Petition Date") the Debtor filed a voluntary petition for relief under chapter 11 of the United States Bankruptcy Code (the "Bankruptcy Code").

5. The Debtor is continuing in possession of its property as debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner or official committee has been appointed in this chapter 11 case.

6. The events leading up to the Petition Date and the facts and circumstances further supporting the relief requested herein are set forth in the Declaration of Kimberly Bridges-Rodriguez in Support of Halt Medical, Inc.'s First Day Motions (Corrected) [D.I. 15], which is incorporated herein by reference.

7. On April 24, 2017, the Debtor filed the Application, which is pending before this Court.

8. In my original declaration (the "Original Declaration"), I disclosed Cooley's then known connections with parties in interest. Since the filing of my Original Declaration, I have become aware of an additional connection between Cooley and Gynesonics, as Gynesonics announced publicly, through counsel, that it is a potential bidder for the assets of the Debtor. Cooley currently represents Gynesonics in trademark and corporate matters unrelated to the Debtor (the "Gynesonics Matters"). Gynesonics has engaged Delaware counsel to represent its interests in this bankruptcy case and Cooley represents only the Debtor with respect to the

Special Counsel Matters, including the potential bid of Gynesonics. Gynesonics has provided a written consent to Cooley's representation of the Debtor with respect to the potential bid of Gynesonics and the Debtor has provided a written consent to Cooley's continued representation of Gynesonics on the Gynesonics Matters, which are unrelated to the Debtor and the Special Counsel Matters. I believe the factual and legal issues likely to arise in the Special Counsel Matters are completely unrelated to the Gynesonics Matters.

9. Cooley has not represented, and will not represent, Gynesonics or any client other than the Debtor in connection with the Special Counsel Matters. Accordingly, I believe that Cooley continues not to represent or hold any interest adverse to the Debtor or its estate with respect to the Special Counsel Matters on which Cooley has been retained, pending Court approval.

I declare under penalty of perjury that, to the best of my knowledge and after reasonable inquiry, the foregoing is true and correct.

Executed this 17th day of May, 2017

*/s/ Robert L. Eisenbach III*

Robert L. Eisenbach III